

ELECTRONICALLY FILED

January 25, 2007

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Counsel for the Official Committee Of
 Equity Security Holders Of USA Capital First Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:	)	BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE COMPANY,	)	Chapter 11
Debtor.)	
In re:	)	BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,	)	Chapter 11
Debtor.)	
In re:	)	BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	)	Chapter 11
Debtor.)	
In re:	)	BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND, LLC,	)	Chapter 11
Debtor.)	
In re:	)	BK-S-06-10729-LBR
USA SECURITIES, LLC,	)	Chapter 11
Debtor.)	

Affects

- ☐ All Debtors
☒ USA Commercial Mortgage Co.
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed
☒ USA First Trust Deed Fund, LLC

Hearing

Date: March 1, 2007
 Time: 9:30 a.m.
 Place: Courtroom #1

**NOTICE OF MOTION FOR ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS
 1141 AND 1142 DIRECTING ALLOCATION OF OVERBID PROCEEDS BETWEEN USA
 CAPITAL DIVERSIFIED TRUST DEED AND USA COMMERCIAL MORTGAGE
 COMPANY PURSUANT TO THE TERMS OF THE PLAN (AFFECTS DEBTORS USA
 COMMERCIAL MORTGAGE COMPANY AND USA CAPITAL FIRST TRUST DEED
 FUND, LLC)**

1 **TO: USA CAPITAL FIRST TRUST DEED FUND, LLC**
2 **OFFICIAL UNSECURED CREDITORS' COMMITTEE FOR USA COMMERCIAL**
3 **MORTGAGE COMPANY**
4 **USA COMMERCIAL MORTGAGE COMPANY**
5 **U.S. TRUSTEE**

6 PLEASE TAKE NOTICE that on January 25, 2007, the "Motion for Order Pursuant
7 to Bankruptcy Code Sections 1141 and 1142 Directing Allocation of Overbid Proceeds Between
8 USA Capital Diversified Trust Deed and USA Commercial Mortgage Company Pursuant to the
9 Terms of the Plan" (the "Motion") was filed by the Official Committee of Equity Security Holders
10 of USA Capital First Trust Deed Fund, LLC (the "FTDF Committee"). Pursuant to the Motion, the
11 FTDF Committee requests that the Court enter an order directing USA Capital first Trust Deed
12 Fund, LLC ("USACM") to comply with the terms of the "Debtors' Third Amended Joint Chapter
13 11 Plan of Reorganization (As Modified)," with regard to the allocation of proceeds of the sale of
14 certain assets of USACM and USA First Trust Deed Fund, LLC, to Compass Partners LLC.

15 **PLEASE TAKE FURTHER NOTICE** that the hearing on the Motion will be
16 held before the Honorable Linda B. Riegler, United States Bankruptcy Judge, in the Foley Federal
17 Building, 300 Las Vegas Boulevard South, Courtroom 1, Las Vegas, Nevada, on March 1, 2007,
18 at the hour of 9:30 a.m.

19 **PLEASE TAKE FURTHER NOTICE** that any response to the Objection must
20 be served on the undersigned counsel and filed by **February 13, 2007** pursuant to Local Rule
21 9014(d)(1), which provides that oppositions to a motion must be filed and service must be
22 completed on the movant no later than 15 days after the motion is served.

23 If you object to the relief requested, you *must* file a **WRITTEN** response to this
24 pleading with the court. You *must* also serve your written response on the person who sent you
25 this notice.

26 If you do not file a written response with the court, or if you do not serve your
27 written response on the person who sent you this notice, then:

28 ! The court may *refuse to allow you to speak* at the scheduled hearing; and

1 ! The court may *rule against you* without formally calling the matter at the
2 hearing.

3
4 DATED: January 25, 2007

/s/ Andrew M. Parlen

Andrew M. Parlen, Esq.
Stutman, Treister & Glatt
Professional Corporation
Counsel to the Official Committee of Equity
Security Holders of USA Capital First Trust
Deed Fund, LLC